

Stereotaxis, Inc.  
Form 8-K  
May 28, 2010

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 8 K**

**CURRENT REPORT Pursuant  
to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): May 26, 2010

**STEREOTAXIS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**000-50884**

(Commission File Number)

**94-3120386**

(IRS Employer Identification No.)

**4320 Forest Park Avenue, Suite 100, St. Louis, Missouri**

**63108**

(Address of Principal Executive Offices)

(Zip Code)

**(314) 678-6100**

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07. Submission of Matters to a Vote of Security Holders**

On May 26, 2010, Stereotaxis, Inc. (the “Company”) held its Annual Meeting of Stockholders. Stockholders were asked to consider and act upon:

- (1) The election of three directors as Class III Directors to serve until the Company’s 2013 Annual Meeting;
- (2) A proposal to approve an amendment to the Company’s 2002 Stock Incentive Plan; and
- (3) A proposal to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for 2010.

The votes for, withheld, against, abstentions, and broker non-votes, where applicable, for each matter are set out below.

- (1) Election of Directors:

<b>Name of Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Votes Abstain</b>	<b>Broker Non-Votes</b>
William M. Kelley	28,089,037	914,279	0	13,503,828
Fred A. Middleton	28,286,692	716,624	0	13,503,828
William C. Mills III	28,139,842	863,474	0	13,503,828

- (2) Proposal regarding an amendment to the Company’s 2002 Stock Incentive Plan:

Number of Votes For: 24,523,989

Number of Votes Against: 4,424,597

Number of Votes Abstain: 54,730

Number of Non-Votes: 13,503,828

- (3) Proposal regarding ratification of appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for 2010:

Number of Votes For: 42,353,032

Number of Votes Against: 146,234

Number of Votes Abstain: 7,878

Number of Non-Votes: 0



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**STEREOTAXIS, INC.**

Date: May 28, 2010

By: /s/ Daniel J. Johnston

Name: Daniel J. Johnston

Title: Chief Financial Officer